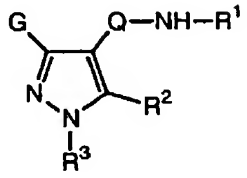
B) In the Claims:

1. (Currently Amended) A compound of formula I:



I

or a pharmaceutically acceptable ~~derivative~~ salt thereof, wherein:

R^1 is selected from hydrogen, $CONH_2$, $T_{(n)}$-R, or $T_{(n)}$-Ar^1;

R is an aliphatic or substituted aliphatic group;

n is zero or one;

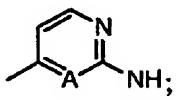
T is C(=O), CO_2, CONH, $S(O)_2$, $S(O)_2NH$, $COCH_2$ or CH_2;

R^2 is selected from hydrogen, -R, $-CH_2OR$, $-CH_2OH$, -CH=O, $-CH_2SR$, $-CH_2S(O)_2R$, $-CH_2(C=O)R$, $-CH_2CO_2R$, $-CH_2CO_2H$, $-CH_2CN$, $-CH_2NHR$, $-CH_2N(R)_2$, -CH=N-OR, -CH=NNHR, $-CH=NN(R)_2$, -CH=NNHCOR, $-CH=NNHCO_2R$, $-CH=NNHSO_2R$, -aryl, $-CH_2$(aryl), $-CH_2NH_2$, $-CH_2NHCOR$, $-CH_2NHCONHR$, $-CH_2NHCON(R)_2$, $-CH_2NRCOR$, $-CH_2NHCO_2R$, $-CH_2CONHR$, $-CH_2CON(R)_2$, $-CH_2SO_2NH_2$, $-CH_2$(heterocyclyl), or -(heterocyclyl);

R^3 is selected from hydrogen, -R, hydroxyalkyl, alkoxyalkyl, alkylthioalkyl, aminoalkyl, alkylaminoalkyl, dialkylaminoalkyl, heterocyclyl, heterocyclylalkyl, aryl, aralkyl, or aryloxyalkyl;

G is hydrogen or C_{1-3} alkyl;

Q-NH is



wherein the H of Q-NH is optionally replaced by R, COR, $S(O)_2R$, or CO_2R;

A is N ~~or CH~~;

Ar^1 is aryl, substituted aryl, heterocyclyl or substituted heterocyclyl, wherein Ar^1 is optionally fused to a partially unsaturated or fully unsaturated five to seven membered ring containing zero to three heteroatoms;

wherein each substitutable carbon atom in Ar^1, including the fused ring when present, is optionally and independently substituted by halo, R, OR, SR, OH, NO_2, CN, NH_2, NHR, $N(R)_2$, NHCOR, NHCONHR, $NHCON(R)_2$, NRCOR, $NHCO_2R$, CO_2R, CO_2H, COR, CONHR, $CON(R)_2$, $S(O)_2R$, $SONH_2$, S(O)R, SO_2NHR, or $NHS(O)_2R$, and wherein each saturated carbon in the fused ring is further optionally and independently substituted by =O, =S, =NNHR, $=NNR_2$, =N-OR, =NNHCOR, $=NNHCO_2R$, $=NNHSO_2R$, or =NR; and

wherein each substitutable nitrogen atom in Ar^1 is optionally substituted by R, COR, $S(O)_2R$, or CO_2R,

provided that when G is hydrogen, and R^2 is optionally substituted phenyl, then R^3 is not hydrogen.

2. (currently amended) The compound of claim 1 ~~having one or more of the following features~~ wherein compound variables are selected from one or more of, or all of, the following groups:

(a) R^1 is selected from hydrogen, $T_{(n)}$-R, or $T_{(n)}$-Ar^1;

(b) R^2 is selected from hydrogen, -R, $-CH_2OR$, CH_2OH, CH_2(heterocyclyl), -CH_2(substituted heterocyclyl), -(heterocyclyl), or -(substituted heterocyclyl);

(c) R^3 is selected from -R, heterocyclyl, heterocyclylalkyl, aryl, or aralkyl and/or;

(d) G is hydrogen or methyl.

3. (currently amended) The compound of claim 2 ~~having the following features~~ wherein:

(a) R^1 is selected from hydrogen, $T_{(n)}$-R, or $T_{(n)}$-Ar^1;

(b) R^2 is selected from hydrogen, -R, $-CH_2OR$, CH_2OH, $-CH_2$(aryl), CH_2(heterocyclyl), -CH_2(substituted heterocyclyl), -(heterocyclyl), or -(substituted heterocyclyl);

(c) R^3 is selected from -R, heterocyclyl, heterocyclylalkyl, aryl, or aralkyl and~~/or~~;

(d) G is hydrogen or methyl.

4. (original) The compound of claim 3 wherein G is hydrogen or methyl; R^1 is selected from phenyl, cyclohexyl, pyridyl, naphthyl, or quinolinyl; R^2 is selected from hydrogen, methyl, alkoxymethyl, benzyloxymethyl, or heterocyclylmethyl; and R^3 is phenyl or benzyl; wherein each R^1-R^3 is optionally substituted.

5. (original) The compound of claim 3 wherein G is hydrogen or methyl; R^1 is phenyl or cyclohexyl; R^2 is methoxymethyl, methoxyethoxymethyl, ethoxymethyl, piperidin-1-ylmethyl, morpholin-4-ylmethyl, or tetrahydrofuran-3-ylmethyl; and R^3 is phenyl or benzyl; wherein each R^1-R^3 is optionally substituted.

6. (currently amended) The compound of claim 1, the compound being selected from ~~those listed in Table 1.~~ :

No.	G	R^1	R^2	R^3
II-1	CH_3	Phenyl	H	Ph
II-2	CH_3	4-methoxy-phenyl	H	Ph
II-3	CH_3	3,4-dimethoxy-phenyl	H	Ph
II-4	CH_3	3,5-dimethoxy-phenyl	H	Ph
II-5	CH_3	4-cyano-phenyl	H	Ph
II-6	CH_3	3-fluoro-phenyl	H	Ph
II-7	CH_3	4-fluoro-phenyl	H	Ph
II-8	CH_3	4-$COCH_3$-phenyl	H	Ph
II-9	CH_3	4-$CONH_2$-phenyl	H	Ph
II-10	CH_3	4-SCH_3-phenyl	H	Ph
II-11	CH_3	3-OCH_3-phenyl	H	Ph
II-12	CH_3	3,4,5-trimethoxy-phenyl	H	Ph
II-13	CH_3	4-CO_2CH_3-phenyl	H	Ph
II-14	CH_3	4-SO_2CH_3-phenyl	H	Ph
II-15	CH_3	4-CO_2CH_3-phenyl	H	Ph
II-16	CH_3	4-$N(CH_3)_2$-phenyl	H	Ph
II-17	CH_3	3-NO_2-phenyl	H	Ph
II-18	CH_3	3-$NHCOCH_3$-phenyl	H	Ph
II-19	CH_3	3-NH_2-phenyl	H	Ph
II-20	CH_3	4-NO_2-phenyl	H	Ph

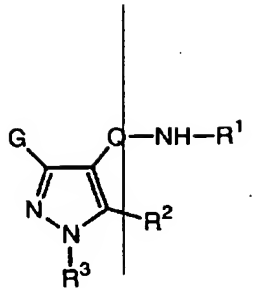
No.	G	R^1	R^2	R^3
II-21	CH_3	3-($CH_2CH_2CO_2H$)-phenyl	H	Ph
II-22	CH_3	3-(CH_2CO_2H)-phenyl	H	Ph
II-23	CH_3	3-CH_2OH-phenyl	H	4-CH_3-Ph
II-24	CH_3	Phenyl	H	4-OMe-phenyl
II-25	CH_3	4-methoxy-phenyl	H	4-OMe-phenyl
II-26	CH_3	3,4-dimethoxy-phenyl	H	4-Cl-Ph
II-27	CH_3	3,5-dimethoxy-phenyl	H	3,4-Cl_2-Ph
II-28	CH_3	4-cyano-phenyl	H	4-F-Ph
II-29	CH_3	3-fluoro-phenyl	H	4-OMe-phenyl
II-30	CH_3	4-fluoro-phenyl	H	2,5-Cl_2-PhPh
II-31	CH_3	4-$COCH_3$-phenyl	H	2,4-F_2-Ph
II-32	CH_3	4-$CONH_2$-phenyl	H	4-NO_2-Ph
II-33	CH_3	4-SCH_3-phenyl	H	3,5-Cl_2-Ph
II-34	CH_3	3-OCH_3-phenyl	H	3-Cl-Ph
II-35	CH_3	3,4,5-trimethoxy-phenyl	H	4-OMe-phenyl
II-36	CH_3	4-CH_3-phenyl	H	3-OBn-Ph
II-37	CH_3	cyclohexyl	H	4-OMe-phenyl
II-38	CH_3	cyclohexyl	H	4-OMe-phenyl
II-39	CH_3	cyclohexyl	H	4-Cl-Ph
II-40	CH_3	cyclohexyl	H	3,4-Cl_2-Ph
II-41	CH_3	cyclohexyl	H	4-F-Ph
II-42	CH_3	cyclohexyl	H	4-OMe-phenyl
II-43	CH_3	cyclohexyl	H	2,5-Cl_2-Ph
II-44	CH_3	cyclohexyl	H	2,4-F_2-Ph
II-45	CH_3	cyclohexyl	H	4-NO_2-Ph
II-46	CH_3	cyclohexyl	H	3,5-Cl_2-Ph
II-47	CH_3	cyclohexyl	H	3-Cl-Ph
II-48	CH_3	cyclohexyl	H	4-OMe-phenyl
II-49	CH_3	cyclohexyl	H	3-OBn-Ph
II-50	CH_3	cyclohexyl	H	-CH_2Ph
II-51	CH_3	cyclohexyl	H	Ph
II-52	CH_3	Phenyl	H	4-OMe-phenyl
II-53	H	4-methoxy-phenyl	H	4-OMe-phenyl
II-54	H	3,4-dim thoxy-phenyl	H	4-Cl-Ph

No.	G	R^1	R^2	R^3
II-55	H	3,5-dimethoxy-phenyl	H	3,4-Cl_2-Ph
II-56	H	4-cyano-phenyl	H	4-F-Ph
II-57	H	3-fluoro-phenyl	H	4-OMe-phenyl
II-58	H	4-fluoro-phenyl	H	2,5-Cl_2-PhPh
II-59	H	4-$COCH_3$-phenyl	H	2,4-F_2-Ph
II-60	H	4-$CONH_2$-phenyl	H	4-NO_2-Ph
II-61	H	4-SCH_3-phenyl	H	3,5-Cl_2-Ph
II-62	H	3-OCH_3-phenyl	H	3-Cl-Ph
II-63	H	3,4,5-trimethoxy-phenyl	H	4-OMe-phenyl
II-64	H	4-CH_3-phenyl	H	3-OBn-Ph
II-65	H	cyclohexyl	H	benzyl
II-66	H	cyclohexyl	H	4-OMe-phenyl
II-67	H	cyclohexyl	H	phenyl
II-68	H	cyclohexyl	H	3,4-Cl_2-Ph
II-69	H	cyclohexyl	H	2,4-Cl_2-Ph
II-70	H	cyclohexyl	H	4-OMe-phenyl
II-71	H	cyclohexyl	H	2,5-Cl_2-Ph
II-72	H	cyclohexyl	H	2,4-F_2-Ph
II-73	H	cyclohexyl	H	4-NO_2-Ph
II-74	H	cyclohexyl	H	3,5-Cl_2-Ph
II-75	H	cyclohexyl	H	3-Cl-Ph
II-76	H	Phenyl	H	4-OMe-phenyl
II-78	CH_3	4-methoxy-phenyl	H	-CH_2Ph
II-79	CH_3	3,4-dimethoxy-phenyl	H	-CH_2Ph
II-80	CH_3	3,5-dimethoxy-phenyl	H	-CH_2Ph
II-81	CH_3	4-cyano-phenyl	H	-CH_2Ph
II-82	CH_3	3-fluoro-phenyl	H	-CH_2Ph
II-83	CH_3	3,4,5-trimethoxy-phenyl	H	-CH_2Ph
II-84	CH_3	3-pyridyl	H	Ph
II-85	CH_3	4-methoxy-pyrid-3-yl	H	Ph
II-86	CH_3	2-naphthyl	H	Ph
II-87	CH_3	Isoquinolin-4-yl	H	Ph
II-88	CH_3	6-methoxy-naphthalen-2-yl	H	Ph
II-89	CH_3	Indan-1-on-5-yl	H	Ph

No.	G	R^1	R^2	R^3
II-90	CH_3	2-methyl-quinolin-6-yl	H	Ph
II-91	CH_3	4-methoxy-phenyl	CH_3	Ph
II-92	CH_3	3,4-dimethoxy-phenyl	CH_3	Ph
II-93	CH_3	3,5-dimethoxy-phenyl	CH_3	4-OMe-phenyl
II-94	CH_3	cyclohexyl	CH_3	4-OMe-phenyl
II-95	CH_3	cyclohexyl	CH_3	4-Cl-phenyl
II-96	CH_3	cyclohexyl	CH_3	Ph
II-97	CH_3	4-methoxy-phenyl	CH_3	$-CH_2Ph$
II-98	CH_3	2-methyl-quinolin-6-yl	CH_3	$-CH_2Ph$
II-99	CH_3	2-methyl-quinolin-6-yl	CH_3	$-CH_2Ph$
II-100	H	4-F-phenyl	CH_3	Ph
II-101	H	4-Cl-phenyl	CH_3	Ph
II-102	H	4-NO_2-phenyl	CH_3	Ph
II-103	H	cyclohexyl	CH_3	2,6-difluoro-phenyl
II-104	H	cyclohexyl	CH_3	3,5-dichloro-phenyl
II-105	H	cyclohexyl	CH_3	2,4-dichloro-phenyl
II-106	H	cyclohexyl	CH_3	Ph
II-107	H	3-Cl-phenyl	CH_3	Ph
II-108	H	3-benzyloxy-phenyl	CH_3	Ph
II-109	H	phenyl	CH_3	2,4-difluoro-phenyl
II-110	CH_3	3-Cl-phenyl	H	phenyl
II-111	H	phenyl	H	2,4-difluoro-phenyl
II-112	H	cyclohexyl	H	phenyl
II-113	H	3-Br-phenyl	CH_3	phenyl
II-114	H	3-I-phenyl	CH_3	phenyl
II-115	H	2-chloropyridin-5-yl	CH_3	phenyl
II-116	H	phenyl	CH_3	pyridin-2-yl
II-117	H	4-F-phenyl	CH_3	pyridin-2-yl
II-118	H	4-Cl-phenyl	CH_3	pyridin-2-yl
II-119	H	3-Cl-phenyl	CH_3	pyridin-2-yl
II-120	H	4-NO_2-phenyl	CH_3	pyridin-2-yl
II-121	H	3-(benzyloxy)-phenyl	CH_3	pyridin-2-yl
II-122	H	2,6-difluorophenyl	CH_3	phenyl
II-123	H	phenyl	CH_3	3-Cl-ph nyl

No.	G	R^1	R^2	R^3
II-124	H	4-F-phenyl	CH_3	3-Cl-phenyl
II-125	H	4-Cl-phenyl	CH_3	3-Cl-phenyl
II-126	H	3-Cl-phenyl	CH_3	3-Cl-phenyl
II-127	H	4-NO_2-phenyl	CH_3	3-Cl-phenyl
II-128	H	3-(benzyloxy)-phenyl	CH_3	3-Cl-phenyl
II-129	H	naphthalen-2-yl	CH_3	phenyl
II-130	H	3,4-dimethoxyphenyl	CH_3	phenyl
II-131	H	phenyl	CH_3	6-CH_3-4-CF_3-pyridin2-yl
II-132	H	4-F-phenyl	CH_3	6-CH_3-4-CF_3-pyridin2-yl
II-133	H	4-Cl-phenyl	CH_3	6-CH_3-4-CF_3-pyridin2-yl
II-134	H	3-Cl-phenyl	CH_3	6-CH_3-4-CF_3-pyridin2-yl
II-135	H	4-NO_2-phenyl	CH_3	6-CH_3-4-CF_3-pyridin2-yl
II-136	H	3-(benzyloxy)-phenyl	CH_3	6-CH_3-4-CF_3-pyridin2-yl
II-137	H	3-F-phenyl	CH_3	pyridin-2-yl
II-138	H	3-chloro-4-methoxyphenyl	CH_3	pyridin-2-yl
II-139	H	naphthalen-2-yl	CH_3	pyridin-2-yl
II-140	H	benzimidazol-2-yl	CH_3	pyridin-2-yl

7. (currently amended) A method for treating a disease state or condition in mammals ~~that is alleviated by treatment with a JNK kinase inhibitor~~ wherein the disease is selected from inflammatory diseases, autoimmune diseases, destructive bone disorders, proliferative disorders, infectious diseases, neurodegenerative diseases, allergies, reperfusion/ischemia in stroke, heart attacks, angiogenic disorders, organ hypoxia, vascular hyperplasia, cardiac hypertrophy, thrombin-induced platelet aggregation or conditions associated with proinflammatory cytokines, comprising administering to a mammal in need of such a treatment a therapeutically effective amount of a compound of formula I:



I

or a pharmaceutically acceptable ~~derivative~~ salt thereof, wherein:

R^1 is selected from hydrogen, $CONH_2$, $T_{(n)}$-R, or $T_{(n)}$-Ar^1;

R is an aliphatic or substituted aliphatic group;

n is zero or one;

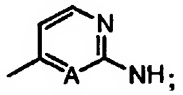
T is C(=O), CO_2, CONH, $S(O)_2$, $S(O)_2NH$, $COCH_2$ or CH_2;

R^2 is selected from hydrogen, -R, $-CH_2OR$, $-CH_2OH$, -CH=O, $-CH_2SR$, $-CH_2S(O)_2R$, $-CH_2(C=O)R$, $-CH_2CO_2R$, $-CH_2CO_2H$, $-CH_2CN$, $-CH_2NHR$, $-CH_2N(R)_2$, -CH=N-OR, -CH=NNHR, $-CH=NN(R)_2$, -CH=NNHCOR, $-CH=NNHCO_2R$, $-CH=NNHSO_2R$, -aryl, $-CH_2$(aryl), $-CH_2NH_2$, $-CH_2NHCOR$, $-CH_2NHCONHR$, $-CH_2NHCON(R)_2$, $-CH_2NRCOR$, $-CH_2NHCO_2R$, $-CH_2CONHR$, $-CH_2CON(R)_2$, $-CH_2SO_2NH_2$, $-CH_2$(heterocyclyl), or -(heterocyclyl);

R^3 is selected from hydrogen, -R, hydroxyalkyl, alkoxyalkyl, alkylthioalkyl, aminoalkyl, alkylaminoalkyl, dialkylaminoalkyl, heterocyclyl, heterocyclylalkyl, aryl, aralkyl, or aryloxyalkyl;

G is hydrogen or C_{1-3} alkyl;

Q-NH is



wherein the H of Q-NH is optionally replaced by R, COR, $S(O)_2R$, or CO_2R;

A is N ~~or CH~~;

Ar^1 is aryl, substituted aryl, heterocyclyl or substituted heterocyclyl, wherein Ar^1 is optionally fused to a partially unsaturated or fully unsaturated five to seven membered ring containing zero to three heteroatoms;

wherein each substitutable carbon atom in Ar^1, including the fused ring when present, is optionally and independently substituted by halo, R, OR, SR, OH, NO_2, CN, NH_2, NHR, $N(R)_2$, NHCOR, NHCONHR, $NHCON(R)_2$, NRCOR, $NHCO_2R$, CO_2R, CO_2H, COR,

CONHR, $CON(R)_2$, $S(O)_2R$, $SONH_2$, S(O)R, SO_2NHR, or $NHS(O)_2R$, and wherein each saturated carbon in the fused ring is further optionally and independently substituted by =O, =S, =NNHR, $=NNR_2$, =N-OR, =NNHCOR, $=NNHCO_2R$, $=NNHSO_2R$, or =NR; and

wherein each substitutable nitrogen atom in Ar^1 is optionally substituted by R, COR, $S(O)_2R$, or CO_2R.

8. (canceled)

9. (currently amended) The method according to claim 7, wherein ~~said method is used to treat or prevent an~~ the inflammatory disease is ~~selected from~~ acute pancreatitis, chronic pancreatitis, asthma, allergies, or adult respiratory distress syndrome.

10. (currently amended) The method according to claim 7, wherein ~~said method is used to treat or prevent an~~ the autoimmune disease is ~~selected from~~ glomerulonephritis, rheumatoid arthritis, systemic lupus erythematosus, scleroderma, chronic thyroiditis, Graves' disease, autoimmune gastritis, diabetes, autoimmune hemolytic anemia, autoimmune neutropenia, thrombocytopenia, atopic dermatitis, chronic active hepatitis, myasthenia gravis, multiple sclerosis, inflammatory bowel disease, ulcerative colitis, Crohn's disease, psoriasis, or graft vs. host disease.

11. (currently amended) The method according to claim 7, wherein ~~said method is used to treat or prevent an~~ the destructive bone disorders is ~~selected from~~ osteoarthritis, osteoporosis or multiple myeloma-related bone disorder.

12. (currently amended) The method according to claim 7, wherein ~~said method is used to treat or prevent an~~ the proliferative disease is ~~selected from~~ acute myelogenous leukemia, chronic myelogenous leukemia, metastatic melanoma, Kaposi's sarcoma, or multiple myeloma.

13. (currently amended) The method according to claim 7, wherein ~~said method is used to treat or prevent an~~ the neurodegenerative disease is ~~selected from~~ Alzheimer's disease, Parkinson's disease, amyotrophic lateral sclerosis, Huntington's disease, cerebral ischemia or neurodegenerative disease caused by traumatic injury, glutamate neurotoxicity or hypoxia.

14. (currently amended) The method according to claim 7, wherein ~~said method is used to treat or prevent an~~ the disease is ischemia/reperfusion in stroke or myocardial ischemia, renal ischemia, heart attacks, organ hypoxia or thrombin-induced platelet aggregation.

15. (currently amended) The method according to claim 7, wherein ~~said method is used to treat or prevent an~~ the disease is a condition associated with T-cell activation or pathologic immune responses.

16. (currently amended) The method according to claim 7, wherein ~~said method is used to treat or prevent an~~ the disease is an angiogenic disorder selected from solid tumors, ocular neovasculization, or infantile haemangioma.

17. (new) A composition comprising a compound of claim 1 and a pharmaceutically acceptable carrier or diluent.

18. (new) A method of inhibiting JNK activity in a patient comprising the step of administering to said patient a therapeutically effective amount of the composition according to claim 17.

19. (new) A method of inhibiting JNK activity in a biological sample comprising contacting said biological sample with the compound according to claim 1.

20. (new) The compound of claim 1 wherein:R^3 is optionally substituted aryl or aralkyl.

21. (new) The compound of claim 1, wherein R^3 is optionally substituted phenyl or benzyl.